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January 5, 2004



Via Fax (202) 565-9004 and First Class mail

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Finance Docket No. 34452 and Finance Docket No. 34452 (Sub-No. 1); Union Pacific
Railroad Company – Temporary Trackage Rights Exemption -- The Burlington Northern
and Santa Fe Railway Company

Dear Mr. Williams:

This refers to the Notice of Exemption in Finance Docket No. 34452 and the related Petition for Partial Revocation of Class Exemption to Permit Expiration of Temporary Trackage Rights in Finance Docket No. 34452 (Sub-No. 1), both of which were filed on December 23, 2003.

By this letter, UP is amending the above filings as follows:

1. The Notice of Exemption is filed under the Board's class exemption for Temporary Trackage Rights, 49 C.F.R. 1180.2(d)(8) rather than 1180.2(d)(7) as stated in the notice. The trackage rights qualify for the temporary trackage rights class exemption under 1180.2(d)(8) as they are (i) covered by the written agreement attached as Exhibit 2 to the Notice of Exemption, (ii) are not being filed or sought in responsive applications in a rail consolidation proceeding, (iii) for overhead operations only, and (iv) will expire on or about March 1, 2004, which is less than one (1) year from the effective date of the exemption.
2. The Petition for Partial Revocation in Finance Docket No. 34452 (Sub-No. 1) is withdrawn as unnecessary under the temporary trackage rights class exemption.

I am also enclosing a revised caption summary reflecting #1 above, and reflecting the fact that the agreement attached as Exhibit 2 to the Notice of Exemption was the final, signed agreement, not a draft agreement.

I am sending an addition ten (10) copies of this letter by First Class U.S. mail for the Board's files.

Very truly yours,

Robert T. Opal
General Commerce Counsel
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Law Department

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